

Internet access, including DSL and satellite.²⁴³ Thus, even a “monopoly” cable Internet service provider could not harm consumers because any attempt to charge supracompetitive input prices would be cause cable ISPs to lose customers to their telephone and satellite delivered rivals.

d. The availability of an integrated cable Internet service that brings together high-speed access and enriched content does not present any anticompetitive concern

The Commission has already determined not to require the “unbundling” of cable Internet services so as to require the provision of a pure “transport” capacity by cable operators.²⁴⁴ Nothing about the Merger should affect the Commission’s prior analysis, nor will the Merger increase the amount of “bundling” in any case. Both @Home and Road Runner are already offered to residential customers as stand-alone, integrated cable Internet services. While the Merger could be seen as expanding AT&T’s total number of Internet access “subscribers,” every one of these subscribers will continue to have numerous alternatives for Internet access.²⁴⁵

Allowing AT&T to offer integrated content and high-speed access through @Home and RoadRunner also furthers numerous pro-competitive policies. Most importantly, deployment of cable Internet services requires investments in network upgrades and consumer education. The Merger will further facilitate the necessary joint investments in and planned

²⁴³ Whether any of these competitors wins the “race to the home” is irrelevant, because none have unique advantages that guarantee they will dominate the market.

²⁴⁴ 706 NOI Report ¶ 101. Cf. AT&T-TCI ¶ 147 (noting that the merger will enhance competition and create more “customer choice among video- and content enriched high-speed Internet access services”).

²⁴⁵ Moreover, regardless of which technology gets to the home first, competitors will continue to offer alternative Internet transport arrangements.

deployment of new facilities. By contrast, forced unbundling would reduce investment incentives by increasing the likelihood of “free-riding” by third parties.

Even if the ability to offer an integrated service did not create substantial investment incentives, consumers benefit from the availability of such an offering – just as they do from the combination of content and facilities produced by television broadcasters and DBS operators,²⁴⁶ and the service bundles sold by online service providers. Like these other providers of “bundled” products, cable operators should be permitted to choose which “bundle” of services is most valued by their customers, and to add services only when they expect it makes sense to do so. Given the state of competition in this market, there is no reason to predict consumers will not receive the services they most value.

VI. PROCEDURAL MATTER

As the Commission is aware, MediaOne’s subsidiaries and affiliates hold a number of licenses to operate cable television relay systems, satellite earth stations, private point-to-point microwave, common carrier and private business radio stations. The Merger results in a transfer of control of all of these authorizations. Given the ongoing regulatory activity of MediaOne, including the need for MediaOne to file numerous applications with the Commission during the period in which the instant transfer of control applications will remain pending at the Commission, the Parties request that grant of the instant transfer of control applications include the authorization for AT&T to acquire control of: (1) any authorization

²⁴⁶ In fact, as noted, Hughes’ AOL-DirecTV represents such a bundled offering. The transport component offered by Hughes presumably is not available to other ISPs on an unbundled basis.

issued to MediaOne or its subsidiaries and affiliates during the Commission's consideration of the transfer of control applications and the period required for consummation of the transaction following approval; (2) construction permits held by licensees involved in this transfer of control that mature into licenses after closing and that may have been omitted from the transfer of control applications; and (3) applications that will have been filed by such licensees and that are pending at the time of consummation of the proposed transfer of control. Such action would be consistent with prior decisions of the Commission.²⁴⁷

²⁴⁷ *AT&T-TCI* ¶ 156.

AT&T CABLE OWNERSHIP¹

APPENDIX A

	ENTITY	OWNERSHIP ²	OWNERSHIP %	CABLE HOMES PASSED	SUBSCRIBERS	PURCHASES PROGRAMMING THROUGH AT&T
Owned and Operated Systems ³	AT&T	AT&T	100%	17,249,000	10,670,000	Y
Consolidated Systems	Alabama T.V. Cable Inc.	TCI Cablevision of Alabama, Inc.	86.67%	40,000	27,000	Y
		William J. McDonald	6.67%			
		Locust Mountain Part II, L.P.	6.67%			
	Cablevision Associates of Gary Joint Venture	Cable Television of Gary, Inc.	90.00% general	40,000	18,000	Y
		Zarin Libauer Cablevision Corp.	10.00% general			
	District Cablevision Limited Partnership	TCI of D.C., Inc.	75.00% limited	262,000	110,000	Y
		District Cablevision, Inc.	25.00% general			
	InterMedia Partners	Various TCI Entities	97.981% limited	203,000	141,000	Y
		InterMedia Capital Management I, LLC	.002% general			
		InterMedia Capital Management, L.P.	2.017% limited			

¹ As of May 31, 1999. Does not include two systems that have less than 1,000 homes passed/subscribers.

² AT&T entities in bold.

³ AT&T systems with approximately 1,155,000 homes passed and approximately 735,000 subscribers will be transferred to Comcast upon consummation of the AT&T-MediaOne Merger. Comcast also has an option to acquire additional cable systems from AT&T. If Comcast exercises that option, the homes passed and subscriber numbers listed here will be reduced accordingly. In addition, AT&T recently entered into transactions to sell its interest in Falcon Communications, L.P., to reduce below 5% its interest in the cable systems currently owned by Bresnan Communications Co., Ltd. Partnership, and to sell its interests in certain cable systems to Cox Communications, Inc.

	ENTITY	OWNERSHIP	OWNERSHIP %	CABLE HOMES PASSED	SUBSCRIBERS	PURCHASES PROGRAMMING THROUGH AT&T
	Mile Hi Cable Partners, L.P.	Community Cable Television P&B Johnson Corp. Daniels Communications, Inc.	78.00% limited 21.00% general 1.00% limited	250,000	113,000	Y
	South Chicago Cable, Inc. (includes Communications & Cable of Chicago, Inc. and LaSalle Communications, Inc.)	TCI of Illinois TCID of Chicago, Inc. TCID of South Chicago, Inc. Numerous Small Investors	16.75% 33.25% 40.00% 10.00%	641,000	220,000	Y
	Tele-Communications of South Suburbia, Inc.	TCI of Illinois, Inc. John L. Cifelli	80.00% 20.00%	20,000	8,000	Y
	United Cable Television of Baltimore Limited Partnership	UCTC of Baltimore, Inc. UCTC LP Company Universal Telecom, Inc. Clarence Elder Barbara Elder Clarence and Barbara Elder Clarence and C. Lewis Elder Clarence and Lisa M. Elder Clarence and Leann Elder	1.000% general 82.878% limited 3.087% limited 5.459% limited 1.290% limited 4.798% limited 0.496% limited 0.496% limited 0.496% limited	297,000	110,000	Y

	ENTITY	OWNERSHIP	OWNERSHIP %	CABLE HOMES PASSED	SUBSCRIBERS	PURCHASES PROGRAMMING THROUGH AT&T
Non-consolidated Systems	Pamassos Communications, L.P.	TCI Adelphia Holdings, LLC	33.33% general	710,000	475,000	Y
		Adelphia Western New York Holdings, Inc.	66.57% general			
		Montgomery Cablevision, Inc.	0.10% limited			
	American Cable TV Investors 5, Ltd.	IR-TCI Partners V, L.P. (publicly traded units)	1.00% general 99.00% limited	32,000	20,000	Y
	Bresnan Communications Co. Ltd. Partnership	TCI Bresnan LLC Blackstone Entities BCI (USA), LLC (an affiliate of William J. Bresnan) William J. Bresnan	50.00% limited 39.40% limited 8.60% limited and 1.00% general 1.00% limited	949,000	640,000	Y
	Cablevision Systems Corporation	Country Cable III, Inc.; CCC Sub, Inc.; TCI CSC II, Inc.; TCI CSC III, Inc.; TCI CSC IV, Inc.; TCI CSC V, Inc.; TCI CSC VI, Inc.; TCI CSC VII, Inc.; TCI CSC VIII, Inc.; TCI CSC IX, Inc.; TCI CSC X, Inc.; and TCI CSC XI, Inc.	33 % in the aggregate	5,126,000	3,419,000	N
	Falcon Communications, L.P.	TCI Falcon Holdings, LLC Falcon Holding Group, L.P.	45.9474% general 54.0526% general/limited	1,626,000	955,000	Y
	Insight Communications of Indiana, LLC	TCI of Indiana Holdings, LLC Insight Communications Company, L.P.	50.00% member 50.00% member (mgr)	471,000	319,000	Y

	ENTITY	OWNERSHIP	OWNERSHIP %	CABLE HOMES PASSED	SUBSCRIBERS	PURCHASES PROGRAMMING THROUGH AT&T
	InterMedia Capital Partners IV, L.P.	Various TCI Entities Institutional Investors InterMedia Capital Management IV, L.P. ICM-IV Capital Partners, LLC InterMedia Capital Management, LLC	44.580% limited 48.933% limited 1.186% limited 1.514% limited 0.001% mgp	940,000	595,000	Y
	Intermedia Capital Partners VI, L.P.	TCI IP-VI, LLC InterMedia Capital Management VI, LLC InterMedia Capital Management VI, L.P. Leo J. Hindery, Jr. Blackstone KC Offshore Capital Partners L.P.; Blackstone KC Capital Partners L.P.; Blackstone Family Investment Partnership III L.P.	49.005% limited .001% general .999% limited .495% limited 49.500% limited (combined interest)	653,000	424,000	Y
	Lenfest Communications, Inc.	LMC Lenfest, Inc. H.F. Lenfest; S. Morris/H. Brooks C/F Diane A.; S. Morris/H. Brooks C/F Brook J.S. Morris/H. Brooks C/F H. Chase	50.00% 50.00% combined	1,383,000	1,014,000	Y
	Clearview Partners	[LENFEST SUB]		15,000	10,000	Y
	Garden State Cable TV	[LENFEST SUB]		302,000	212,000	Y
	Raystay Co.	[LENFEST SUB]		86,000	61,000	Y
	Susquehanna	[LENFEST SUB]		215,000	169,000	Y

	ENTITY	OWNERSHIP	OWNERSHIP %	CABLE HOMES PASSED	SUBSCRIBERS	PURCHASES PROGRAMMING THROUGH AT&T
	Kansas City Cable Partners	Liberty Cable of Missouri, Inc. TCI of Overland Park, Inc. Time Warner Entertainment Company, L.P.	46.20% general 3.80% general 50.00% general	497,000 (These homes passed also are included in the TWE systems listed under the MediaOne Cable Ownership chart.)	307,000 (These subscribers also are included in the TWE systems listed under the MediaOne Cable Ownership chart.)	N
	Texas Cable Partners, L.P.	TCI Texas Cable Holdings LLC TCI Texas Cable, Inc. Time Warner Entertainment - Advance/Newhouse TWE-A/N Texas Cable Partners General Ptnr.	49.50% limited 0.50% general 49.50% limited 0.50% general	2,189,000 (These homes passed also are included in the TWE systems listed under the MediaOne Cable Ownership chart.)	1,109,000 (These subscribers also are included in the TWE systems listed under the MediaOne Cable Ownership chart.)	N
	Peak Cablevision, LLC	TCI American Cable Holdings III, L.P. Fisher Communications, L.L.C.	66.667% member 33.333% member	180,000	113,000	Y
	TCA Cable Partners II	TCI American Cable Holdings IV, L.P. TCA Holdings II, L.P. (a Texas limited partnership)	20.00% general 80.00% general	450,000	308,000	Y
	US Cable of Coastal - Texas, L.P.	TCI USC, Inc. US Cable Holdings, L.P.	37.06% limited 62.94% general	216,000	135,000	Y

	ENTITY	OWNERSHIP	OWNERSHIP %	CABLE HOMES PASSED	SUBSCRIBERS	PURCHASES PROGRAMMING THROUGH AT&T
	CAT Partnership	TCI Holdings II, Inc. Time Warner Entertainment Company, L.P. KBL Communications, Inc. Comcast Cable Communications, Inc.	33.333% general 16.667% general 16.667% general 33.333% general	57,000	39,000	Y
	Sioux Falls	Liberty of South Dakota, Inc. Midco of South Dakota, Inc.	50% general 50% general	98,000	65,000	Y

MEDIAONE CABLE OWNERSHIP

ENTITY	OWNERSHIP	OWNERSHIP %	CABLE HOMES PASSED	SUBSCRIBERS	WILL PURCHASE PROGRAMMING THROUGH AT&T
MediaOne	MediaOne	100%	8,530,000	4,970,000	Y
Time Warner Entertainment	MediaOne Time Warner	25.51% 74.49%	17,940,000	11,150,000	N

APPENDIX B

COLE, RAYWID & BRAVERMAN, L.L.P.

ATTORNEYS AT LAW

SECOND FLOOR

1919 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-3458

(202) 659-9750

July 7, 1999

99-251

FCC/MELLON

JUL 07 1999

ALAN RAYWID
(1930-1991)

OF COUNSEL
FRANCES J. CHETWYND
ELLEN S. DEUTSCH

FACSIMILE
(202) 452-0067

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JUL 12 1999

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

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BURT A. BRAVERMAN
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WESLEY R. HEPPLER
PAUL GLIST
DAVID M. SILVERMAN
JAMES F. IRELAND, III
STEVEN J. HORVITZ
CHRISTOPHER W. SAVAGE
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SUSAN WHELAN WESTFALL
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ADAM S. CALDWELL
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MARK S. KRISTIANSEN
CHRISTIN S. MCMELEY*
HEATHER M. WILSON
DAVID N. TOBENKIN*

*ADMITTED IN OKLAHOMA ONLY
*ADMITTED IN CALIFORNIA ONLY

BY HAND DELIVERY

Federal Communications Commission

Transfer of Control

P. O. Box 358130

Pittsburgh, PA 15251-5130

Re: Transfer to AT&T Corp. of MediaOne's Interest in FCC Licenses
WNTD907 -- Compton, CA
WNTH283 -- Marina Del Rey, CA
Private Operational Fixed Microwave Service

Ladies and Gentlemen:

Enclosed please find FCC Form 415 requesting authority for the transfer from MediaOne to AT&T Corp. of MediaOne's interest in MediaOne of Los Angeles, Inc. the licensee of the above-referenced facilities. We are also enclosing FCC Form 159 and a check in the amount of \$90.00 to cover the required filing fee.

Should you have any questions regarding this matter, please contact the undersigned.

Sincerely,



Wesley R. Heppler

Enclosure

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION

APPROVED BY OMB 3060-0589

REMITTANCE ADVICE

PAGE NO. 1 OF 1

SPECIAL USE

FCC USE ONLY

(1) LOCKBOX #

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Cole, Raywid & Braverman, L.L.P.

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ 90.00

(4) STREET ADDRESS LINE NO. 1

1919 Pennsylvania Avenue, N.W.

(5) STREET ADDRESS LINE NO. 2

Suite 200

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20006

(9) DAYTIME TELEPHONE NUMBER (include area code)

202-659-9750

(10) COUNTRY CODE (if not in U.S.A.)

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

AT&T Corp.

(12) STREET ADDRESS LINE NO. 1

32 Avenue of the Americas

(13) STREET ADDRESS LINE NO. 2

(14) CITY

New York

(15) STATE

NY

(16) ZIP CODE

10013

(17) DAYTIME TELEPHONE NUMBER (include area code)

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

WNTD-907

(20A) PAYMENT TYPE CODE (PTC)

P A T M

(21A) QUANTITY

1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

\$ 45.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

WNTH-283

(20B) PAYMENT TYPE CODE (PTC)

P A T M

(21B) QUANTITY

1

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

\$ 45.00

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN 0520820071

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2

APPLICANT TIN 0134924710

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, Julie P. Gordy

(PRINT NAME)

, Certify under penalty of perjury that the foregoing and supporting information
are true and correct to the best of my knowledge, information and belief. SIGNATURE *Julie P. Gordy*

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER:

MASTERCARD

EXPIRATION DATE:

MONTH YEAR

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD
for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

DATE

COLE, RAYWID & BRAVERMAN, L.L.P.
VENDOR

CHECK NO. 58902

OUR REF. NO.	YOUR INV. NO.	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT TAKEN
21693	0617992		FILING FEE/1203.22		
21693	0617992	06/17/99	90.00	90.00	.00
			Check total		90.00

COLE, RAYWID & BRAVERMAN, L.L.P.
1919 PENNSYLVANIA AVENUE N.W.
WASHINGTON, DC 20006-3458

NATIONSBANK, N.A.
15-120-540

58902

CHECK NO. CHECK DATE VENDOR NO.

058902 06/17/99 FCC

CHECK AMOUNT

PAY

NINETY AND 00/100 DOLLARS*****

*****90.00

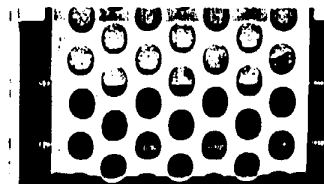
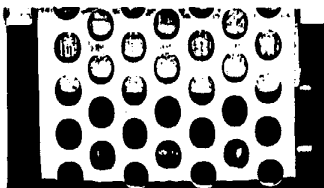
TO THE
ORDER
OF

FEDERAL COMMUNICATIONS
COMMISSION

Oil M

⑈058902⑈ ⑆054001204⑆ 002086050069⑈

Security features included. Details on back.



FCC 415

Main Form

FEDERAL COMMUNICATIONS COMMISSIONApproved by OMB
3060-0747
Expires 12/31/99
Est. Avg. Burden Hours
Per Response: 7 hrs.**FCC Use Only**
(File Number)**Application for Authorization in the Microwave Services**

Parts 74 and 101

FEE Use Only**FILING FEE**

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FEE Use Only
PATM	2	45.00	\$ 90.00	

APPLICANT

1. Legal Name of Applicant AT&T Corp.		2. Voice Telephone Number 202-457-2000	
3. Assumed Name Used for Doing Business (if any)		4. Fax Telephone Number 202-457-2571	
5. Mailing Address, Street or P.O. Box 32 Avenue of the Americas (1120 20th St., N.W., Washington, DC 20006) ATTENTION:			
6. City New York		7. State NY	8. Zip Code 10013
9. E-mail or Internet Address		10. Taxpayer Identification Number 13-4924710	
11. Name of Contact Representative (if other than applicant) Wesley R. Heppler, Esq./Julie P. Gordy, Legal Assistant		12. Voice Telephone Number 202-659-9750	
13. Contact Representative Firm or Company Name Cole, Raywid & Braverman, L.L.P.		14. Fax Telephone Number 202-452-0067	
15. Mailing Address, Street or P.O. Box 1919 Pennsylvania Avenue, N.W., Suite 200			
16. City Washington		17. State DC	18. Zip Code 20006

CLASSIFICATION OF FILING

19. Type of Applicant (C) Individual Partnership Corporation Unincorporated Association Governmental Entity		
20. Does applicant qualify as a Non-Commercial Educational Broadcaster? (N) Yes No		
21. If this filing is an Amendment to a pending application: File number of Pending application: N/A Receipt Date: N/A		22. Eligibility Rule Section 101.7
		23. Service Type Code OFS
24. Does this filing propose a waiver or exception to the Commission's Rules? *If "yes", attach exhibit explaining circumstances. (N) Yes No		
25. Does this filing pose potential interference to Geostationary Satellite Operation? *If "yes", attach exhibit explaining circumstances. (N) Yes No		
26. Is notification to the National Radio Astronomy Observatory required? If "Yes", provide date of notification: (N) Yes No		
27. If this filing is in reference to an existing station at the same location, give the call sign. If this filing is for a Transfer of Control or Assignment of Authorization, list all call signs to be transferred or assigned: WNTD-907 (Compton, CA) WNTH-283 (Marina Del Rey, CA)		

ADMINISTRATIVE INFORMATION

28. The purpose of this filing is to: (H) Enter one or more letters that correctly describes the purpose of this filing.	<table style="width: 100%; border-collapse: collapse;"> <tr><td style="width: 20px;"><u>A</u></td><td>request an initial authorization for a new station (all)</td></tr> <tr><td><u>B</u></td><td>request authorization for modification of an existing licensed station (all)</td></tr> <tr><td><u>C</u></td><td>request authorization for a minor modification (Private and Common Carrier)</td></tr> <tr><td><u>D</u></td><td>request authorization to renew an existing licensed station (all)</td></tr> <tr><td><u>E</u></td><td>request authorization to reinstate an expired licensed station (all)</td></tr> <tr><td><u>F</u></td><td>request a full assignment of a radio station authorization (Private)</td></tr> <tr><td><u>G</u></td><td>request authorization of a developmental station (Private and Common Carrier)</td></tr> <tr><td><u>H</u></td><td>request authorization for transfer of control (Private)</td></tr> <tr><td><u>I</u></td><td>request authorization to convert from Private to Common Carrier (Common Carrier)</td></tr> <tr><td><u>J</u></td><td>request amendment to a pending application (all)</td></tr> </table>	<u>A</u>	request an initial authorization for a new station (all)	<u>B</u>	request authorization for modification of an existing licensed station (all)	<u>C</u>	request authorization for a minor modification (Private and Common Carrier)	<u>D</u>	request authorization to renew an existing licensed station (all)	<u>E</u>	request authorization to reinstate an expired licensed station (all)	<u>F</u>	request a full assignment of a radio station authorization (Private)	<u>G</u>	request authorization of a developmental station (Private and Common Carrier)	<u>H</u>	request authorization for transfer of control (Private)	<u>I</u>	request authorization to convert from Private to Common Carrier (Common Carrier)	<u>J</u>	request amendment to a pending application (all)
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<u>G</u>	request authorization of a developmental station (Private and Common Carrier)																				
<u>H</u>	request authorization for transfer of control (Private)																				
<u>I</u>	request authorization to convert from Private to Common Carrier (Common Carrier)																				
<u>J</u>	request amendment to a pending application (all)																				
29. If this filing is for modification of an existing licensed station, or is for a partial assignment of authorization, specifically describe changes requested. N/A																					
30. Number of associated applications filed as a system. N/A	31. FCC File Numbers of associated applications filed as a system, if known N/A																				
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; vertical-align: top;"> 32. Type of MAS Operation () <div style="display: flex; justify-content: space-between; font-size: small;"> <div>Two-way master-remote One-way outbound One-way Inbound</div> <div>Mobile meter reader Subfrequency operation Multiple master operation</div> </div> </td> <td style="width: 33%; vertical-align: top;"> 33. Requested Authorization Expiration Date <div style="display: flex; justify-content: space-between; font-size: small;"> <div>Month</div> <div>Day</div> </div> </td> </tr> </table>		32. Type of MAS Operation () <div style="display: flex; justify-content: space-between; font-size: small;"> <div>Two-way master-remote One-way outbound One-way Inbound</div> <div>Mobile meter reader Subfrequency operation Multiple master operation</div> </div>	33. Requested Authorization Expiration Date <div style="display: flex; justify-content: space-between; font-size: small;"> <div>Month</div> <div>Day</div> </div>																		
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POINT OF CONTACT FOR TECHNICAL OPERATIONS

34. Mailing address street or geographical description 550 North Continental Boulevard, Suite 250	35. Voice Telephone Number 310-647-3000
36. City El Segundo	37. State CA
38. Zip code 90245	

BROADCAST AUXILIARY APPLICANTS

39. Name of Broadcast Auxiliary frequency coordinator	40. Voice Telephone Number
41. Call Sign of associated Broadcast Station, if any	42. Radio Service Code of associated Broadcast Station

TRANSFER OF CONTROL APPLICANTS

43. Is this a pro forma Transfer of Control? (Y) Yes <u>No</u>		
44. Is each station named in item 27 of this filing constructed and operational? (Y) Yes <u>No</u>		
45. Name of Transferee AT&T Corp.		
46. Transferee's Mailing Address, Street 32 Avenue of the Americas (1120 20th St., N.W., Washington, DC 20036)		
47. City New York	48. State NY	49. Zip code 10013

ENVIRONMENTAL POLICY

50. Would a Commission grant of any proposal in this application or amendment have a significant environmental effect as defined by 47 CFR 1.1307?

(N) Yes No

. If "yes", attach environmental assessment as required by 47CFR 1.1308 and 47 CFR 1.1311.

FOREIGN GOVERNMENT REPRESENTATION

51. Is the applicant a foreign government or the representative of any foreign government?

(N) Yes No

COMMON CARRIER APPLICANTS - ALIEN OWNERSHIP

52. Is the applicant an alien or the representative of an alien?*

() Yes No

53. Is the applicant a corporation organized under the laws of any foreign government?*

() Yes No

54. Is the applicant a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?*

() Yes No

55. Is the applicant a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?

() Yes No

. If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

*If yes, attach exhibit explaining circumstances.

BASIC QUALIFICATIONS

(To be completed by Private Operational Fixed and Common Carrier applicants only.)

56. Has the applicant or any party to this application or amendment had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?*

(N) Yes No

57. Has the applicant, or any part to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court?*

(N) Yes No

58. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?*

(N) Yes No

59. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items?*

(N) Yes No

60. Is this a Common Carrier corporation?

(N) Yes No

If "Yes", attach exhibit showing names, addresses and citizenship of those stockholders owning of record and/or voting 10 percent or more of the filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the applicant as well as any controlling corporations. If this information is currently up to date and on file with the Commission, this additional exhibit is not required with this filing.

* If "yes", attach exhibit explaining circumstances.

CERTIFICATION

The APPLICANT waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that neither the applicant nor any other party to the application* is subject to a denial of Federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C., Section 862, because of a conviction for possession or distribution of a controlled substance. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

*See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.

61. Typed Name of Person Signing

Rick D. Bailey

62. Title

Vice President

63. Signature

Rick D. Bailey

64. Date

July 1, 1999

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FEDERAL COMMUNICATIONS COMMISSION

ASSIGNMENT OF AUTHORIZATION

Approved by OMB
3060-0127
See below for public
burden estimate

To be used in the Private Radio Services indicated below, where the present licensee's activities are intended to be continued under new ownership.

1. The present licensee completes the information requested below.
2. This form is then attached to the proper application form (see below) which has been completed by the party requesting the station license, the assignee.
3. If more than one authorization is involved, use a separate Assignment of Authorization and a separate application form for each requested authorization.

INVOLUNTARY ASSIGNMENT

In the event of the assignor's death or legal disability, it is requested that, in lieu of the declaration appearing below, you submit a copy of the court order or other documentary proof that you are the person legally qualified to succeed to the assignor's business assets, or a statement explaining the circumstances under which control must be involuntarily transferred to the assignee, accompanied by the appropriate application form (see below) for assignment of each such authorization.

Radio Service Application Forms

Commission Rules


FCC Form 600 - Application for Mobile Radio Service Authorization or Rural Radiotelephone Service Authorization	47 CFR Part 90
FCC Form 415 - Application for Station Authorization in the Microwave Services	47 CFR Part 101
FCC Form 406 - Application for Ground Station Authorization in the Aviation Services	47 CFR Part 87
FCC Form 503 - Application for Land Radio Station License in the Maritime Services	47 CFR Part 80

CURRENT AUTHORIZATION

Radio Service	Licensee Name and Station Location
OFS	MediaOne of Los Angeles, Inc.
Call Sign	Compton, CA
WNTD-907	

CERTIFICATION

I hereby propose the ~~assignment~~ ^{transfer} of all my right, title and interest in the authorization described above. Such ~~assignment~~ ^{transfer} to AT&T Corp. shall not be completed nor become effective until authorization has been issued by the Commission in the name of the ~~assignee~~ ^{transferee}. My authorization will be submitted to the Commission for cancellation upon completion of ~~assignment~~ ^{transfer}.

Name of Assigner (include title, if applicable) Transferor	Assigner's Signature and Date	Transferor's
Steven Briltz, Assistant Secretary		6/28/99

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

The solicitation of personal information requested in this form is authorized by the Communications Act. The Commission will use the information provided in this form to determine whether grant of this application is in the public interest. In reaching that determination, or for law enforcement purposes, it may become necessary to refer personal information contained in this form to another government agency. In addition, all information provided in this form, as well as the form itself, will be available for public inspection. If information requested on the form is not provided, processing of the application may be delayed or the application may be returned without action pursuant to Commission Rules. The foregoing notice is required by the Privacy Act of 1974, Public Law 93-579, December 31, 1974, 5 U.S.C. Section 552a(e)(3) and the Paperwork Reduction Act of 1995, Public Law 104-13, October 1, 1995, 44 U.S.C. 3507.

Public reporting burden for this collection of information is estimated to average five minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, Records Management Branch, AMD-IM, Washington, DC 20554, Paperwork Reduction Project (3060-0127) or via the Internet to dconway@fcc.gov. DO NOT SEND COMPLETED APPLICATIONS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a valid OMB control number.

FEDERAL COMMUNICATIONS COMMISSION

ASSIGNMENT OF AUTHORIZATION

Approved by OMB
3060-0127
See below for public
burden estimate

To be used in the Private Radio Services indicated below, where the present licensee's activities are intended to be continued under new ownership.

1. The present licensee completes the information requested below.
2. This form is then attached to the proper application form (see below) which has been completed by the party requesting the station license, the assignee.
3. If more than one authorization is involved, use a separate Assignment of Authorization and a separate application form for each requested authorization.

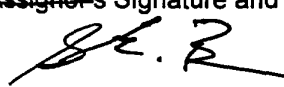
INVOLUNTARY ASSIGNMENT

In the event of the assignor's death or legal disability, it is requested that, in lieu of the declaration appearing below, you submit a copy of the court order or other documentary proof that you are the person legally qualified to succeed to the assignor's business assets, or a statement explaining the circumstances under which control must be involuntarily transferred to the assignee, accompanied by the appropriate application form (see below) for assignment of each such authorization.

Radio Service Application Forms

Commission Rules

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FCC Form 406 - Application for Ground Station Authorization in the Aviation Services	47 CFR Part 87
FCC Form 503 - Application for Land Radio Station License in the Maritime Services	47 CFR Part 80

CURRENT AUTHORIZATION	
Radio Service OFS Call Sign WNTH-283	Licensee Name and Station Location MediaOne of Los Angeles, Inc. Marina Del Rey, CA
<p align="center">CERTIFICATION</p> <p>I hereby propose the assignment ^{transfer} of all my right, title and interest in the authorization described above. Such assignment ^{transfer} to AT&T Corp.</p> <p>shall not be completed nor become effective until authorization has been issued by the Commission in the name of the assignee ^{transferee}. My authorization will be submitted to the Commission for cancellation upon completion of assignment ^{transfer}.</p>	
Name of Assignor (include title, if applicable) Transferor Steven Brilz, Assistant Secretary	Assignor's Signature and Date Transferor's  6/28/99

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

The solicitation of personal information requested in this form is authorized by the Communications Act. The Commission will use the information provided in this form to determine whether grant of this application is in the public interest. In reaching that determination, or for law enforcement purposes, it may become necessary to refer personal information contained in this form to another government agency. In addition, all information provided in this form, as well as the form itself, will be available for public inspection. If information requested on the form is not provided, processing of the application may be delayed or the application may be returned without action pursuant to Commission Rules. The foregoing notice is required by the Privacy Act of 1974, Public Law 93-579, December 31, 1974, 5 U.S.C. Section 552a(e)(3) and the Paperwork Reduction Act of 1995, Public Law 104-13, October 1, 1995, 44 U.S.C. 3507.

Public reporting burden for this collection of information is estimated to average five minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, Records Management Branch, AMD-IM, Washington, DC 20554, Paperwork Reduction Project (3060-0127) or via the Internet to dconway@fcc.gov. DO NOT SEND COMPLETED APPLICATIONS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a valid OMB control number.

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In the Matter of)
)
Applications for Consent to the)
Transfer of Control of Licenses)
)
MediaOne Group, Inc.,)
Transferor)
)
To)
)
AT&T Corp.,)
Transferee)

APPLICATIONS AND PUBLIC INTEREST STATEMENT

DESCRIPTION OF THE TRANSACTION, PUBLIC INTEREST SHOWING
AND RELATED DEMONSTRATIONS

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July 7, 1999

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**DESCRIPTION OF TRANSACTION,
PUBLIC INTEREST SHOWING,
AND RELATED DEMONSTRATIONS**

This Exhibit is being filed in connection with a series of applications seeking the consent of the Federal Communications Commission ("FCC") to the transfer of control of Commission authorizations held by subsidiaries of MediaOne Group, Inc. ("MediaOne"), and entities controlled by MediaOne, to AT&T Corp. ("AT&T").¹ The applications are being filed pursuant to an Agreement and Plan of Merger dated as of May 6, 1999 (the "Agreement").² Through the use of facilities that are the subject of its Commission authorizations and licenses, MediaOne owns, operates and controls interests in various cable television systems throughout the United States. As this public interest showing demonstrates, the Merger will foster new facilities-based competition in the provision of local telephone service and result in new, enhanced and competitive services to the public without reducing competition in any service.³

Under the terms of the Agreement, AT&T effectively will become the parent company of MediaOne. The stockholders of MediaOne will exchange their shares of stock in MediaOne for shares of AT&T common stock, cash, or a combination of both. Specifically, AT&T will create Merger Sub, a wholly-owned subsidiary that does not hold any Commission

¹ The Commission authorizations controlled by MediaOne for which Commission consent is currently being sought include licenses in the cable television relay service, satellite transmit and receive earth station service, private radio service and international common carrier service.

² The Agreement is among AT&T, Meteor Acquisition Inc., a direct wholly-owned subsidiary of AT&T ("Merger Sub"), and MediaOne, with respect to the merger of MediaOne with and into Merger Sub (the "Merger").

³ Although specific applications seeking Commission consent to the transfer of control of these authorizations are being filed on the appropriate Commission forms for each service, the proposed transactions and public interest considerations supporting the Commission's approval of the applications are the same for each application.

licenses, and will merge MediaOne into that company; Merger Sub will be the surviving company of the Merger, continuing to be wholly owned by AT&T and succeeding to all the assets, liabilities and businesses of MediaOne. The authorizations and licenses held by MediaOne subsidiaries will continue to be held by those subsidiaries, as controlled indirectly by AT&T.

I. INTRODUCTION

The Commission has recognized that one of the principal goals of the Telecommunications Act of 1996 (the "1996 Act" or "Act") was to open local exchange and exchange access service to competition.⁴ At the time the 1996 Act was enacted, both the House and the Senate stressed the primary importance of promoting competition in the provision of local telephone service.⁵ Nevertheless, more than three years after the passage of the 1996 Act, incumbent local exchange carriers ("ILECs") retain monopoly control over local exchange and exchange access service areas nationwide. Although competition for the largest business customers is beginning to develop in some urban areas,⁶ competition for residential and small

⁴ See, e.g., *Defining Primary Lines*, 12 FCC Rcd. 13647, ¶ 25 (1997).

⁵ See H.R. Rep. No. 104-204, at 48 (1995) (main component of the bill "promotes competition in the market for local telephone service"); S. Rep. No. 104-23, at 5 (1995) (legislation "reforms the regulatory process to allow competition for local telephone services by cable, wireless, long distance" and other entities).

⁶ Memorandum Op. and Order, *Applications for Consent to Transfer of Control of Licenses and Section 214 Authorizations from Southern New England Telecommunications Corp., Transferor, to SBC Communications, Inc., Transferee*, 13 FCC Rcd. 21292, ¶ 20 (1998) ("SBC-SNET"); Memorandum Op. and Order, *Applications for Consent to Transfer of Control of Licenses and Section 214 Authorizations from Tele-Communications, Inc., Transferor, to AT&T Corp., Transferee*, CS Docket No. 98-179, ¶ 50 (FCC Feb. 18, 1999) ("AT&T-TCI").

business (“mass market”) local exchange and exchange access service has been virtually non-existent.⁷ In approving AT&T’s acquisition of Tele-Communications, Inc. (“TCI”), the Commission recognized the profound benefits that mass market consumers would realize from the vigorous competition in residential local exchange service that would result from the combination of AT&T’s telephony brand and experience with the network assets of a cable company.⁸

Like the Commission, AT&T is “committed to ensuring that residential local exchange competition becomes a reality sooner rather than later.”⁹ AT&T has repeatedly demonstrated its commitment to developing competition in local exchange services through the expenditure of substantial capital and effort. Indeed, in pursuit of its goal to provide local telephone service and Internet access alternatives at the mass market level in numerous individual service areas and across the United States, AT&T has taken substantial risks, committing to invest more than \$100 billion of shareholder assets that will be necessary to provide facilities-based local telephone competition sooner rather than later. In addition to those associated with the TCI and MediaOne mergers themselves. These assets include billions of dollars expended on capital upgrades to facilities to provide for high quality Internet protocol (“IP”) local telephone service, and prior to the initiation of such IP telephony, competition in the

⁷ Memorandum Op. and Order, *In re Application of Teleport Communications Group, Inc., Transferor, and AT&T Corp., Transferee*, 13 FCC Rcd. 15236, ¶ 24 (1998) (“*AT&T-Teleport*”) (ILECs “are the sole actual providers of local exchange and exchange access services to the vast majority of residential and small business customers in most areas of the United States.”)

⁸ *AT&T-TCI* ¶¶ 146-47.

⁹ *Id.* ¶ 48.